

**IN THE CLAIMS:**

This listing of claims will replace all prior versions, and listings, of claims in the application.

1. (original) A water-proof mascara composition which comprises
  - a) an oil phase comprising a liquid ester, an oil or a mixture thereof, 1 to 50 % by weight of a film-forming agent on a silicone base, 0.1 to 10 % by weight of a gel-forming agent selected from among fatty acids, fatty acid esters, glycol derivatives and mixtures thereof;
  - b) 1 to 50 % by weight of substances selected from among pigments, powders, fillers and mixtures thereof;
  - c) a water phase comprising 42 to 75 % by weight of water;
  - d) 0.1 to 10 % by weight of a surface-active agent; and
  - e) ad 100 % by weight further carrier substances, auxiliaries, active agents or mixtures thereof,

all percentages being relative to the total weight of the composition, wherein the composition is free of waxes and hydrocarbon solvents.

2. (currently amended) The composition ~~Composition~~ according to claim 1, wherein the oil of the oil phase is a silicone oil.
3. (currently amended) The composition ~~Composition~~ according to claim 1, wherein the ester of the oil phase is Diisostearyl Maleate.

4. (currently amended) The composition ~~Composition~~ according to claim 1, wherein the composition comprises as a gelling agent a glycol derivative selected from the group consisting of glyceryl behenate, glyceryl stearate, glyceryl palmitate, glyceryl arachidate and mixtures thereof.
5. (currently amended) The composition ~~Composition~~ according to claim 1, wherein the gelling agent is in the range of 0.1-5 % by weight, preferably 1.0-4.5 % by weight.
6. (currently amended) The composition ~~Composition~~ according to claim 1, wherein the composition comprises as a film forming agent Trimethyl Siloxysilicate.
7. (currently amended) The composition ~~Composition~~ according to claim 1, wherein the water phase comprises 50 to 75 % by weight water.
8. (currently amended) The composition ~~Composition~~ according to claim 7, wherein the water phase comprises 56 to 75 % by weight water.
9. (currently amended) The composition ~~Composition~~ according to claim 1, wherein the surfactant is a nonionic surfactant.
10. (currently amended) The composition ~~Composition~~ according to claim 1 wherein the said composition contains moisturizing

substances selected from among Propylene Glycol, Butylene Glycol, Glycerine and mixtures thereof.

11. (original) A mascara composition according to Claim 1 comprising an oil phase which comprises a liquid ester, 15 to 30 % by weight of a film-forming agent on a silicone base, and 0.1 to 10 % by weight of a fatty acid gel-forming agent on the basis of a or fatty acid ester, a glycol derivative or a mixture thereof;

1 to 15 % by weight of pigments selected from among iron oxides, mica, talc, kaolin, manganese containing clays, nylon pearls, coated pigments and mixtures thereof;

a water phase comprising 45 to 70 % by weight of water;

0.5 to 7 % by weight of a non-ionic surface-active agent;

0.8 to 2 % by weight of a cationic silicone polymer; and

optionally, ad 100 % by weight further carrier substances, auxiliaries, active agents or mixtures thereof, wherein the composition is free of waxes and hydrocarbon solvents.